

Warehouse REIT plc

Schedule of matters reserved for the board

This document was approved and adopted by the board of directors (the "Board") of Warehouse REIT plc (the "Company") at a board meeting held on 20 May 2019.

1 Strategy and management

- 1.1 Responsibility for the overall leadership of the Company and setting the Company's values and standards.
- 1.2 Approval of the group's investment policy, strategic aims and objectives in a manner which promotes its long-term, sustainable success, generating value for shareholders and contributing to wider society.
- 1.3 Approval of the group's purpose, values and strategy.
- 1.4 Approvals of the annual operating and capital expenditure budgets and any material changes to them.
- 1.5 Oversight of the group's operations ensuring:
 - (a) competent and prudent management;
 - (b) sound planning;
 - (c) maintenance of sound management and internal control systems;
 - (d) adequate accounting and other records;
 - (e) alignment of culture, policy, practices and behaviour throughout the business with the group's purpose, values and strategy; and
 - (f) compliance with statutory and regulatory obligations.
- 1.6 Review of performance in the light of the group's strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
- 1.7 Extension of the group's activities into new business or geographic areas.
- 1.8 Any decision to cease to operate all or any material part of the group's business.
- 1.9 Approval of the group's marketing and investor relations strategy and approval of monies to be spent on advertising and promotion.
- 1.10 Approve the gearing policy and the setting of any limits with the investment manager.

2 Structure and capital

- 2.1 Changes relating to the group's capital structure including reduction of capital, share issues (except under employee share plans), share buy backs including the use of treasury shares.
- 2.2 Major changes to the group's corporate structure, including, but not limited to acquisitions and disposals of shares which are material relative to the size of the group in question (taking into account initial and deferred consideration).
- 2.3 Changes to the group's management and control structure.
- 2.4 Approval of authorised signatories on the group's bank and custody mandates and as witness to the affixing of company seals.
- 2.5 Any changes to the Company's listing or its status as a plc.

3 Financial reporting and controls

- 3.1 Approval of the half-yearly report and approval of the annual report and accounts (including the corporate governance statement and directors' remuneration report).
- 3.2 Approval of the dividend policy.
- 3.3 Declaration of the interim dividend and recommendation of the final dividend.
- 3.4 Approval of valuation of the group's portfolio (following valuation by the valuer).
- 3.5 Approval of any significant changes in accounting policies or practices (following recommendations of the Audit Committee).
- 3.6 Approval of treasury policies including foreign currency exposure and the use of financial derivatives.
- 3.7 Approval of material unbudgeted capital or operating expenditures (outside pre-determined tolerances).

4 Real Estate Investment Trust ("REIT") status

- 4.1 Ensuring the Company is at all times in compliance with laws and regulations surrounding REIT regulation and legislation.
- 4.2 Ensuring that there is no change to the Company's REIT status.

5 Internal controls

- 5.1 Ensuring maintenance of a sound system of internal control and risk management including:
 - (a) approving the Company/group's risk appetite statements;
 - (b) review of the risk register;
 - (c) receiving reports on, and reviewing the effectiveness of, the group's risk and control processes to support its strategy and objectives;
 - (d) approving procedures for the detection of fraud and the prevention of bribery;
 - (e) undertaking an annual assessment of these processes; and
 - (f) approving an appropriate statement for inclusion in the annual report.

6 Contracts

- 6.1 Approval of major capital projects.
- 6.2 Contracts which are material strategically or by reason of size, entered into by the Company or, in the case of a subsidiary undertaking, recommendations for approval in the ordinary course of business, for example bank borrowings above £100,000 and acquisitions or disposals of fixed assets (excluding acquisitions and disposals within the Company's stated investment policy but including intangible assets such as intellectual property) above £100,000.
- 6.3 Contracts of the Company or any subsidiary undertaking not in the ordinary course of business, for example loans and repayments above £100,000; foreign currency transactions above £100,000; major acquisitions or disposals (excluding acquisitions and disposals within the Company's stated investment policy) above £100,000.
- 6.4 In respect of acquisitions and disposals within the Company's stated investment policy, any acquisition or disposal of an asset or a portfolio of assets with a value in excess of 10 per cent of the gross asset value of the Company's portfolio of properties.

- 6.5 Any acquisition or disposal that is outside the Company's stated investment policy.
- 6.6 Major investments including the acquisition or disposal of interests of more than 3 percent in the voting shares of any Company or the making of any takeover offer.

7 Communication

- 7.1 Ensuring a satisfactory dialogue with shareholders and other key stakeholders based on the mutual understanding of objectives.
- 7.2 Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting or annual general meeting.
- 7.3 Approval of all circulars, admission document and prospectus.
- 7.4 Approval of press releases concerning matters decided by the Board.

8 Board membership and other appointments

- 8.1 Changes to the structure, size and composition of the Board, following recommendations from the nomination committee.
- 8.2 Ensuring adequate succession planning for the Board so as to maintain an appropriate balance of skills and experience on the Board, giving consideration to the length of service of the Board as a whole and the need for membership to be regularly refreshed.
- 8.3 Appointments to and removals from the board, following recommendations by the nomination committee.
- 8.4 Selection of the chairman of the Board.
- 8.5 Appointment of the senior independent director to provide a sounding board for the chairman and to serve as intermediary for the other directors when necessary.
- 8.6 Membership and chairmanship of board committees following recommendations from the nomination committee.
- 8.7 Continuation in office of directors at the end of their term of office, when they are due to be re-elected by shareholders at the AGM and otherwise as appropriate.
- 8.8 Continuation in office of any director at any time, subject to the law and their letters of appointment.
- 8.9 Appointment or removal of the Company secretary.
- 8.10 Appointment, reappointment or removal of the external auditor to be put to shareholders for approval in general meeting, following the recommendation of the audit committee.
- 8.11 Appointments to and removals from boards of subsidiaries.
- 8.12 Appointment or removal of the investment manager or the depositary.
- 8.13 Periodic review and continued approval of the investment management agreement, depositary agreement, company secretarial agreement, administration agreement, registrar's agreement and agreements with other third party service providers (post review by the management engagement committee).

9 Remuneration

- 9.1 Determining the remuneration policy for the directors, Company secretary and other, if any, senior executives.
- 9.2 Determining the remuneration of the non-executive directors, subject to the articles of association and shareholder approval as appropriate.

- 9.3 Reviewing and agreeing the policy for authorising claims for expenses from the non-executive directors.
- 9.4 Determining the remuneration of the investment manager following recommendations from the management engagement committee.
- 9.5 The introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval.

10 Delegation of authority

- 10.1 The division of responsibilities between the chairman, the non-executive directors and the investment manager, which should be clearly established, set out in writing and agreed by the Board.
- 10.2 Establishing board committees and approving their terms of reference, and approving material changes.
- 10.3 Receiving reports from board committees on their activities.

11 Corporate governance matters

- 11.1 Undertaking a formal and rigorous annual review of its own performance, that of its committees and individual directors, and the division of responsibilities.
- 11.2 Determining the independence of non-executive directors in light of their character, judgment and relationships.
- 11.3 Considering the balance of interests between shareholders, employees, customers and the community.
- 11.4 Review of the group's overall corporate governance arrangements.
- 11.5 Receiving reports on the views of the Company's shareholders to ensure that they are communicated to the Board as a whole.
- 11.6 Authorising conflicts of interest where permitted by the Company's articles of association.

12 Policies

- 12.1 To the extent applicable, approval of policies, including:
 - (a) Share dealing code;
 - (b) Environment and sustainability policy;
 - (c) Communications policy including procedures for the release of price-sensitive information; and
 - (d) Charitable donations policy.

13 Other

- 13.1 The making of political donations.
- 13.2 Approval of the appointment of the group's principal professional advisers and their fees.
- 13.3 Prosecution, commencement, defence or settlement of litigation, or an alternative dispute resolution mechanism involving above £100,000 or being otherwise material to the interests of the group.
- 13.4 Approval of the overall levels of insurance for the group including directors' & officers' liability insurance and indemnification of directors.

- 13.5 Major changes of trustees or changes in the fund management arrangements.
- 13.6 Any decision likely to have a material impact on the Company or group from any perspective, including, but not limited to, financial, operational, strategic or reputational.
- 13.7 This schedule of matters reserved for Board decisions.

In addition, the Board will receive reports and recommendations from time to time on any matter which it considers significant to the group.